
SUPPLEMENTARY NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZTE CORPORATION
中興通訊股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 763)

SUPPLEMENTARY NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

The Company and all the members of the Board of Directors confirm that all the information contained in this announcement is true, accurate and complete and that there is no false and misleading statement or material omission in this announcement.

Reference is made to the Notice of the Second Extraordinary General Meeting of 2019 (the “EGM Notice”) dated 14 June 2019 of ZTE Corporation (“ZTE” or the “Company”) which sets out, among other things, details relating to the time, venue and agenda of the Second Extraordinary General Meeting of 2019 (the “EGM”). Unless otherwise stated, capitalised terms used in this supplementary notice shall have the same meaning as those defined in the EGM Notice.

On 11 July 2019, the Board of Directors of the Company received one ex tempore motion from its shareholder, Zhongxingxin Telecom Company Limited (hereinafter referred to as “Zhongxingxin” which holds 1,146,811,600 A shares and 2,038,000 H shares of the Company, totally representing 27.40% of the total number of shares of the Company, as at 11 July 2019) which requested the Board of Directors of the Company to table such motion for consideration at the EGM.

SUPPLEMENTARY NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

Supplementary notice is hereby given that the EGM will be held, as originally scheduled, on 29 July 2019 (Monday) at 9 a.m. at the Conference Room at 4th Floor, A Wing, ZTE Plaza, Keji Road South, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China, to consider and pass, if thought fit, the resolutions set out in the EGM Notice and the following supplementary ordinary resolution:

ORDINARY RESOLUTION

3. Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd in relation to the Shenzhen Bay Super Headquarters Base

The “Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd in relation to the Shenzhen Bay Super Headquarters Base” was considered and approved by the Sixth Meeting of the Eighth Session of the Board of Directors held on 11 July 2019. For details, please refer to the “Announcement Resolutions of Sixth Meeting of the Eighth Session of the Board of Directors” published by the Company on 11 July 2019.

Zhongxingxin submits to the shareholders of ZTE at the EGM that an ordinary resolution approving matters pertaining to the “Resolution on Matters pertaining to the Execution of a Supplemental Agreement with Shenzhen Vanke Development Co., Ltd in relation to the Shenzhen Bay Super Headquarters Base”. For details, please refer to the “UPDATE ON DISCLOSEABLE TRANSACTION SUPPLEMENTAL AGREEMENT TO THE FRAMEWORK AGREEMENT FOR ENTRUSTMENT OF DEVELOPMENT, CONSTRUCTION, SALES AND OPERATION” published by the Company on 11 July 2019.

Pursuant to Rule 102 of the Company Law, “shareholders individually or collectively holding more than 3% of the shares of the company may propose ex tempore motions no later than ten days prior to the convening of a general meeting by submitting the same in writing to the board of directors; the board of directors should notify other shareholders within two days after the receipt of the motions and table the same at the general meeting for consideration. Ex tempore motions should carry specific subjects and matters to be resolved that fall within the scope of authority of the general meeting.” and pursuant to Article 78 of the Articles of Association, “shareholder(s) alone or in aggregate holding 3% or more of the total number of the company’s shares may propose ex tempore motions ten days prior to the general meeting by furnishing the same to the convener in writing. The convener shall issue a supplemental notice of general meeting within two days after receiving the proposed motions to make public the contents of the ex tempore motions.” Having examined the aforesaid ex tempore motion, the Board of Directors of the Company is of the view that it is in compliance with

SUPPLEMENTARY NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

relevant provisions of the Company Law and the Articles of Association, with Zhongxingxin being qualified to propose ex tempore motions and the aforesaid ex tempore motion carrying specific subjects and matters to be resolved that fall within the scope of authority of the general meeting. Accordingly, the Board of Directors of the Company has approved the tabling of the aforesaid ex tempore motion at the EGM in accordance with the provisions of the Company Law, the Rules of Procedure for General Meetings of Listed Companies and other laws, regulations and regulatory documents as well as the Articles of Association.

Save for the ex tempore motion added as aforesaid, other details, such as the time, venue and method of the EGM, as set out in the EGM Notice, shall remain unchanged.

Note: The Company wishes to clarify that as disclosed in the EGM Notice, the Company will close its H share register from **Saturday, 29 June 2019 to Sunday, 28 July 2019 (both days inclusive)** to determine qualifications of shareholders to attend and vote at the EGM. The information regarding book closure period as disclosed in the section headed “IV. EGM — Close of share register” on page 11 of the circular of the Company dated 10 July 2019 shall be disregarded.

By Order of the Board

Li Zixue

Chairman

Shenzhen, the PRC

15 July 2019

As at the date of this announcement, the Board of Directors of the Company comprises three executive directors, Li Zixue, Xu Ziyang, Gu Junying; three non-executive directors, Li Buqing, Zhu Weimin, Fang Rong; and three independent non-executive directors, Cai Manli, Yuming Bao, Gordon Ng.